

Below is an order of the court.


TRISH M. BROWN
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re

Western Communications, Inc.,

Debtor.

Case No. 19-30223-tmb11

**ORDER AUTHORIZING SALE OF
DEBTOR'S ASSETS FREE AND
CLEAR OF LIENS, CLAIMS,
ENCUMBRANCES, AND OTHER
INTERESTS (RHODE ISLAND
SUBURBAN NEWSPAPERS, INC.)**

THIS MATTER came before the Court on Debtor's Motion for Authority to Sell Property Free and Clear of Liens and Interests Pursuant to 11 U.S.C. § 363(f) (the "Motion") [ECF No. 168]. Timely and adequate notice of the Motion was given, no objection was filed, no further notice is required, and the Court is fully advised in the premises. Now, therefore,

IT IS HEREBY ORDERED that:

1. The Motion is granted.
2. Debtor is authorized to sell to Rhode Island Suburban Newspapers, Inc.

("RISN") all assets being used or held by Debtor in the operation of Debtor's newspaper business located in Sonora, California (the "Sale Assets") pursuant to the terms of the Asset Purchase

Page 1 of 4 - ORDER AUTHORIZING SALE OF DEBTOR'S ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS (RHODE ISLAND SUBURBAN NEWSPAPERS, INC.)

Agreement between Debtor and RISN, a copy of which was filed herein on June 26, 2019, at ECF No. 176 (the "APA"). The sale pursuant to the APA is approved under Sections 105, 363 and 365 of the Bankruptcy Code.

3. The sale of personally identifiable information shall be subject to and consistent with Debtor's privacy policy and RISN shall comply fully with all such privacy policies.

4. The sale to RISN shall be free and clear of all "liens" (including, without limitation, "judicial liens"), "claims" (as such terms are defined by Section 101 of the Bankruptcy Code), encumbrances, and interests of any kind or nature whatsoever (collectively, the "Interests"), with any and all Interests attaching to the sale proceeds.

5. Except as set forth in paragraph 3 of this Order, RISN shall have no liability or responsibility for any liability or other obligation of Debtor other than as expressly set forth in the APA, and RISN will have no successor liability. Accordingly, to the fullest extent allowable under the Bankruptcy Code and applicable nonbankruptcy law, all "persons" and "entities" (as such terms are defined by Section 101 of the Bankruptcy Code) having Interests in the Sale Assets shall be forever barred, estopped, and permanently enjoined from pursuing or asserting such Interests against the Sale Assets, RISN, or any of its assets, property, successors, or assigns.

6. The sale proceeds will be distributed as follows:

a. to the payment of all unpaid wages, salaries, compensation, and, to the extent not assumed by RISN, all accrued and unpaid vacation and personal days for all employees whose employment is terminated prior to closing of the sale transaction authorized by this Order;

Page 2 of 4 - ORDER AUTHORIZING SALE OF DEBTOR'S ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS (RHODE ISLAND SUBURBAN NEWSPAPERS, INC.)

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b. \$40,000 to Dirks, Van Essen, Murray & April consistent with the terms of the Order Authorizing Employment entered on February 28, 2019 [ECF No. 87];

c. all closing costs payable by Debtor under the APA, and any other closing costs to the extent such costs are usual and customary for a transaction of the kind authorized by this Order; and

d. all remaining proceeds to Sandton Credit Solution Master Fund III, LP ("Sandton").

7. The foregoing distribution to Sandton is without prejudice to the right of Debtor to recover from the proceeds of Sandton's collateral the reasonable, necessary costs and expenses of preserving, or disposing of, such property pursuant to Section 506(c) of the Bankruptcy Code, and such rights are preserved.

8. All objections to the relief granted herein that were not timely filed are hereby forever barred. All stays, including, without limitation, those arising under Bankruptcy Rule 6004, are inapplicable and this Order shall go into effect immediately upon its entry.

9. Debtor is authorized to execute and deliver all instruments, documents, and other agreements required under the APA and those that are reasonably necessary to implement the APA and effect the transaction authorized by this Order.

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I certify that I have complied with the requirements of LBR 9021-1(a).

Presented by:

TONKON TORP LLP

By /s/ Albert N. Kennedy

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LIST OF INTERESTED PARTIES

***In re Western Communications, Inc.* U.S. Bankruptcy Court Case No. 19-30223-tmb11**

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NON-ECF PARTICIPANTS

TOP 20 UNSECURED CREDITORS

Advantage Newspaper Consultants
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Bend, OR 97709

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Rochester, NY 14650

First Interstate Bank
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POB 2122
Salem, OR 97308-2122

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Homeland Fireworks Inc
POB 7
Jamieson, OR 97097

Journal Graphics Inc
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Portland, OR 97210

Karnopp Petersen LLP
350 SW Bond St., #400
Bend, OR 97702

Newscycle Solutions Inc.
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Minneapolis, MN 55485-1306

Oregon Web Press Inc.
263 29th Ave., SW
Albany, OR 97322

Pacific Power Inc
POB 26000
Portland, OR 97256

Page Cooperative Inc.
700 American Ave., #101
King of Prussia, PA 19406

Sacramento Bee
c/o Paul J. Pascuzzi
Felderstein Fitzgerald
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400 Capitol Mall, #1750
Sacramento, CA 95814

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Atlanta, GA 30374

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UCC PARTIES

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Imaging Financial Services, Inc.
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Baker City, OR 97814

Curry County Tax Collector
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Del Norte County Tax Collector
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1300 NW Wall St., #200
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Yazoo County Tax Collector
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OTHER

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